



Kent W. Blake
Director
Regulatory Initiatives

LG&E Energy LLC
220 West Main Street
Louisville, Kentucky 40202
502-627-2573
502-217-2442 FAX
kent.blake@lgeenergy.com

April 15, 2004

Thomas M. Dorman
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

RECEIVED

APR 15 2004

PUBLIC SERVICE
COMMISSION

**RE: Application of Kentucky Utilities Company for an Adjustment of its
Electric Rates, Terms and Conditions**
Case No. 2003-00434

Dear Mr. Dorman:

Enclosed please find and accept for filing the original and ten copies of Kentucky Utilities Company's supplemental response to Commission Staff's Second Data Request Dated February 3, 2004, Item No. 37 in the above-referenced matter. This represents the Articles of Amendment to Articles of Incorporation of Kentucky Utilities Company referenced in KU's in initial response to this data request. Please confirm your receipt of this filing by placing the stamp of your Office with the date received on the enclosed additional copy.

Should you have any questions or need any additional information, please contact me at your convenience.

Very truly yours,

Kent W. Blake
Director, Regulatory Initiatives

Enclosures

cc: Parties of Record

0028494.09

Ghance
PAOA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KENTUCKY UTILITIES COMPANY**

Trey Grayson
Secretary of State
Received and Filed
04/08/2004 12:42:02 PM
Fee Receipt: \$40.00

Pursuant to the provisions of the Kentucky Revised Statutes and the Virginia Corporation Act, the following Articles of Amendment to the Articles of Incorporation of Kentucky Utilities Company, a Kentucky and Virginia corporation (the "Corporation"), are hereby adopted:

FIRST: The name of the Corporation is Kentucky Utilities Company.

SECOND: The text of the amendment to Article Seventh of the Corporation's Articles of Incorporation is as follows:

"SEVENTH: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors. The number of directors shall be fixed by resolution of the Board of Directors from time to time.

The Board of Directors of the corporation, to the extent not prohibited by law, shall have the power to cause the corporation to repurchase its own shares and shall have the power to make distributions from time to time to the corporation's shareholders."

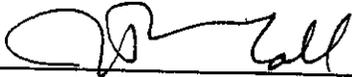
THIRD: The above designated amendments do not provide for an exchange, reclassification or cancellation of issued shares of stock of the Corporation.

FOURTH: The designated amendments were adopted by the Corporation's Board of Directors on July 1, 2002, and submitted for approval by the Corporation's sole shareholder entitled to vote. The Corporation has 31,817,878 outstanding shares of common stock, without

par value, which are entitled to vote on the amendment. One hundred percent of the common shares were indisputably represented at a duly called shareholders' meeting held on December 16, 2003, with 31,817,878 of the common shares indisputably cast in favor of the amendment, such vote being sufficient for approval of the amendment.

DATED: February 6, 2004

Kentucky Utilities Company

BY: 

John R. McCall
Executive Vice President,
General Counsel and
Corporate Secretary